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LAW OFFICES OF
RICHARD M. KNELLINGER, P. A.

RICHARD M. KNELLINGER

KNELLINGER@AOL.COM

TELEPHONE (352) 373-3334

FACSIMILE (352) 376-1214

305 NATIONS BANK BUILDING
2815 NORTHWEST THIRTEENTH STREET
GAINESVILLE, FLORIDA 32609-2889

May 10, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: SENTIMENTAL KEEPSAKES, INC.

700003248357--3
-05/11/00--01065--002
*****78.75 *****78.75

Dear Sir or Madam:

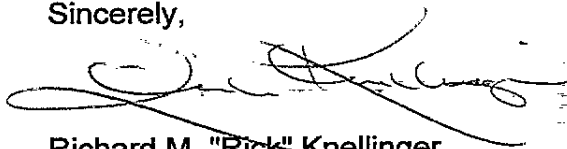
Enclosed are the following in connection with the above-referenced corporation:

1. Original executed Articles of Incorporation;
2. Original Assignment of Fictitious Name; and
- 3.. Our check in the amount of \$78.75.

Please return the Certificate and a copy of the Articles to this office after filing.

Thank you for your consideration in this matter.

Sincerely,



Richard M. "Rick" Knellinger

RMK/kg
Enclosures (3): as stated
cc: Client

FILED
00 MAY 11 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gjs/16

**ARTICLES OF INCORPORATION
OF
SENTIMENTAL KEEPSAKES, INC.**

FILED
00 MAY 11 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

The name of the Corporation is SENTIMENTAL KEEPSAKES, INC..

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is: 2815 NW 13th Street, Suite 305, Gainesville, Florida 32609-2865 and the name of its initial registered agent at such address is: RICHARD M. KNELLINGER.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two (2).

The names and addresses of the persons who are to serve as the initial board of directors are: DAWN R. LEE, 6814 SW 6th Place, Apt. H, Gainesville, Florida 32607, and BRAD W. BARTLETT, 710 SW 69TH Terrace, Apt. A, Gainesville, Florida 32607.

ARTICLE VII

The name and address of the incorporators are:

DAWN R. LEE
6814 SW 6th Place, Apt. H
Gainesville, Florida 32607

BRAD W. BARTLETT
710 SW 69TH Terrace, Apt. A
Gainesville, Florida 32607

FILED
00 MAY 11 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The address of the principal place of business is:

2815 NW 13th Street, Suite #305
Gainesville, Florida 32609-2865

Executed by the undersigned at Gainesville, Florida this 21st day of April, 2000.



DAWN R. LEE



BRAD W. BARTLETT

ACCEPTANCE AS REGISTERED AGENT

I, RICHARD M. KNELLINGER, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.



RICHARD M. KNELLINGER